

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

Chapter 11  
Case No. 12-12020 (MG)

Jointly Administered

RESIDENTIAL CAPITAL, LLC, et al.,

Plaintiffs,

v.

UMB BANK, N.A., IN ITS CAPACITY AS  
INDENTURE TRUSTEE FOR THE 9.625%  
JUNIOR SECURED GUARANTEED  
NOTES, et al.,

Defendants.

Adv. Proc. No. 13-01343 (MG)

OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS, on behalf of the estate of the  
Debtors,

Plaintiffs,

Adv. Proc. No. 13-01277 (MG)

v.

UMB BANK, N.A., AS SUCCESSOR  
INDENTURE TRUSTEE UNDER THAT  
CERTAIN INDENTURE, dated as of June 6,  
2008, et al.,

Defendants.

**STIPULATION AND ORDER**

WHEREAS, on November 6, 2013, the Ad Hoc Group of Junior Secured Noteholders (“Ad Hoc Group”) indicated its intent to depose each of the witnesses identified herein; and

WHEREAS, the parties to the above-referenced proceedings have met and conferred with respect to these depositions, and to avoid the burden and expense of taking the noticed depositions, have agreed to this Stipulation as follows:

**IT IS HEREBY STIPULATED AND AGREED:**

1. At the Plan Confirmation hearing/Phase II trial, Jeffrey A. Lipps, Lucy P. Allen and Frank Sillman will not testify—and the Ad Hoc Group will not question those witnesses—regarding the Plan Proponents’ decision not to subordinate, pursuant to Bankruptcy Rule 510(b), the claims of (i) certain holders of residential mortgage-backed securities; (ii) certain monoline insurers; and (iii) certain private securities litigation claimants in the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors, *In re: Residential Capital, LLC*, et al., No. 12-12010 (MG) (Aug. 23, 2013) (4819-2).

2. Lucy P. Allen and Frank Sillman did not consider subordination, pursuant to Bankruptcy Rule 510(b), in connection with their respective opinions set forth in their respective expert reports, dated October 18, 2013.

Dated: November 11, 2013

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Dated: November 11, 2013

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**IT IS SO ORDERED.**

Dated: November 12, 2013  
New York, New York

/s/Martin Glenn  
MARTIN GLENN  
United States Bankruptcy Judge